(Requestor's Name) 300002771383---02/10/99--01048--001 3320 S.W. 87th AVENUE (Address) *****78.50 *****78.50 (305)552-5973 MIAMI, FLORIDA (City, State, Zip) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) 2. (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) Pick up time 200 Certified Copy Walk in Certificate of Status Photocopy Will wait Mail out AMENDMENTS NEW FILINGS Amendment Profit. Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Regort TANSIGN OF CONSINIO Foreign Fictitious Name 88 LEB 10 VH 10: 21 Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials R2E031(9/92)



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 10, 1999

LAZARUS

MIAMI, FL

SUBJECT: MRM CORP.

Ref. Number: W99000003337

We have received your document for MRM CORP.. However, the document has not been filed and is being returned for the following:

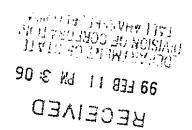
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 899A00005936





FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 11, 1999

LAZARUS

MIAMI, FL

SUBJECT: MRM GROUP, INC. Ref. Number: W99000003337

We have received your document for MRM GROUP, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 499A00006213

99 FEB 12 AM II: 26

ARTICLES OF INCORPORATION

99 FEB 12 PM 12: 10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I, NAME

The name of this corporation is MRM OF SOUTH FLORIDA CORP.

ARTICLE II, NATURE OF BUSINESS

MRM OF SOUTH FLORIDA CORP. is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III, TERM OF EXISTENCE

The duration of MRM OF is perpetual. SOUTH FLORIDA CORP.

ARTICLE IV, CAPITAL STOCK

MRM OF is authorized to issue 100 shares of common stock, par value \$1.00 per share. SOUTH FLORIDA CORP.

ARTICLE V, ADDRESS

The principle address of MRM OF SOUTH FLORIDA CORP. is:

2588 SW 27th Ave Miami, Fl 33133

and the name of the initial registered agent of this corporation.

Adhemar Muharram.

ARTICLE VI, INITIAL DIRECTORS

MRM OF SOUTH FLORIDA CORP. shall have two (2) directors, and the number of directors may be changes as provided in the bylaws, but shall never be less than one. The name and address of the initial directors are:

Mauro Guedes Pereira Jr.

President

40%

Av. Sao Luiz 112 - 19

Director

Sao Paulo, Brazil

MGM Comercial E Servicio, LTD

Director

60%

ARTICLE VII, INCORPORATOR

The name and addresses of the incorporator of this corporation is:

Mauro Guedes Pereira Jr. Av. Sao Luiz 112 - 19 Sao Paulo, Brazil

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of February 1999.

STATE OF FLORIDA)
COUNTY OF DADE)

Mauro Guedes Pereira Jr.

Incorporator

Before me, a notary public authorized take acknowledgments in the state and county seats above, personally appeared Mauro Guedes Pereira Jr., known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and the acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this <u>9th day of February 1999</u>.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:

MOTARY PUBLIC - STATE OF FLORIDA ANTONIO GARCIA COMMISSION D CC796205 EXPIRES 1/9/2003 BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE OF APPOINTMENT

\mathbf{OF}

REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MRM OF SQUTH FLORIDA CORP.
2. The name and address of the registered agent and office is: Adhemar Muharram
1491 S. Miami Ave
Miami, Fl 33130
SIGNATURE PRESIDENT
TITLE PRESIDENT DATE February 9, 1999
DATE February 5, 1999/
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENTS.
SIGNATURE DATE February 9, 1999
ZAR O